

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:) Chapter 11
W. R. GRACE & CO., et al.¹) Case No. 01-01139 (JKF)
Debtors.) (Jointly Administered)
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)

**NOTICE OF WITHDRAWAL OF
LATHAM & WATKINS LLP AS SPECIAL COUNSEL TO THE DEBTORS**

1. On May 19, 2004, the above-captioned debtors (collectively, the "Debtors") filed an application for entry of an order authorizing the retention of Latham as special environmental counsel for the Debtors. On June 16, 2004, this Court entered an Order approving that application and authorizing the Debtors' retention of Latham as special environmental counsel to

¹ The Debtors consist of the following 62 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co.-Conn., A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food 'N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc., Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc., E&C Liquidating Corp., Emerson & Cuming, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company (collectively, the "Debtors").

perform certain environmental and strategic legal services required by the Debtors. In addition, on March 29, 2006, this Court entered an Order expanding the retention of Latham to include services relating to domestic and international tax planning, and any matters related thereto.

2. Latham hereby provides notice that it is withdrawing from its role as special environmental counsel and special tax counsel to the Debtors in these cases. The Debtors have consented to this withdrawal. Upon Latham's withdrawal, one or more members of the Bar of the United States District Court for the District of Delaware will continue to appear as attorneys of record for the Debtors. Thus, no motion is necessary with respect to this withdrawal pursuant to Local Bankruptcy Rule 9010-2(b).

3. In accordance with Local Bankruptcy Rule 9010-2(c), this notice will be served on all parties entitled to notice under Federal Rule of Bankruptcy Procedure 2002.

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